

PG&E SUPPLIER DIVERSITY PURCHASING POLICY

CONTRACTOR AND SUBCONTRACTORS OF ALL TIERS MUST COMPLY WITH PG&E'S SUPPLIER DIVERSITY PURCHASING POLICY IN THE AWARD OF ALL SUBCONTRACTS AND SUB-SUBCONTRACTS. This policy requires that Women, Minority and Disabled Veteran Business Enterprises (WMDVBEs) shall have the maximum practicable opportunity to participate in the performance of the Work.¹

Contractor shall provide, along with its proposal, a separate, signed Subcontracting Plan consisting of either: (i) a specific list of Subcontractors (including sub-subcontractors) that will participate in the performance of the Work, on the form attached as Exhibit 1-A; or (ii) a statement setting forth the Contractor's goals for WMDVBE subcontracting of all tiers and setting forth such additional good faith efforts Contractor and Subcontractors will employ to increase the participation of WMDVBE in the performance of the Work.

In the event Contractor has not submitted a list of Subcontractors with its proposal, prior to requesting bids for any Subcontract, Contractor and Subcontractor shall submit to PG&E's Procurement Specialist or Contract Administrator, on the form attached as Exhibit 1-A, a list of prospective WMDVBEs that will be invited to compete for such Subcontracts.

Additionally, Contractor and Subcontractors must provide to PG&E's Supplier Diversity Office, no later than the 15th of each month, an updated "List of Subcontractors/Subsuppliers and Disbursement Record" with a current accounting of actual Subcontractor payments for the previous month (Exhibit 1-A, column 8).

Contractor's supplier diversity subcontracting goal for the Contract is articulated in the Specific Conditions. Contractor shall report its supplier diversity goal as Contractor's spend with verified WMDVBE Subcontractors on PG&E Work under the Contract.

¹ WMDVBEs must be verified pursuant to the procedures prescribed in Section 2 of CPUC General Order 156.

List of Subcontractors/Subsuppliers and Disbursement Record

EXHIBIT 1-A

Prime Contractor/Supplier:	Name of Preparer:	Report Period: Month _____ Year _____
PG&E Contract Number (if any):	Telephone: ()	
PG&E Project/Product:	Fax:	
	E-Mail:	

Name of Subcontractor or Subsupplier (1)	WMDVBE Status Code* (2)	V** (3)	NV*** (4)	Address (5)	Description of Work (6)	Estimated Amount to be Paid to Subcontractors (7)	Actual Amount Paid to Successful Subcontractors (8)
TBD							
Total Amount Paid to							

Please send form to:

Supplier Diversity Office, Purchasing Department
Pacific Gas and Electric Company
245 Market Street, Mail Code N5D
P.O. Box 770000
San Francisco, CA 94177

(415) 973-0888

(415) 973-2553 (fax)

Signature:

/ Date

I hereby verify that the information in this report is true
and accurate to the best of my knowledge

* Refer to Instructions/Codes/Definitions on back.

** V = Subcontractor is a **verified** WBE, MBE certified by the CPUC Clearinghouse, or a **verified** DVBE certified by the Office of Small Business Certification and Resource.

*** NV = Subcontractor is **not verified**.

STEP-BY-STEP INSTRUCTIONS

01-5873 (Rev 1/00)

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1. Complete column numbers 1-7 and return this form with your bid proposal.
2. Please attach copies of WMDVBE Subcontractors/subsuppliers certifications with your bid proposal.
3. Complete column number 8 with the actual payments to WMDVBE subcontractors/subsuppliers for the PG&E work that was performed.
4. Send a copy of this form no later than the 15th day of each month for the previous month to: Supplier Diversity Office, Purchasing Department, Pacific Gas & Electric Company, 245 Market Street, Mail Code N5D, P.O. Box 770000, San Francisco, California, 94177, or (415) 973-2553 (fax).

DEFINITIONS AND CODES

WBE—Women Business Enterprise: A business enterprise that is at least 51 percent owned by a woman or women, or, in the case of any publicly-owned business, at least 51 percent of the stock of which is owned by one or more women, and whose management and daily business operations are controlled by one or more of those individuals. Must be certified by the California Public Utilities Commission (CPUC) Clearinghouse. For more information call the WMBE Clearinghouse, (800) 359-7998.

MBE—Minority Business Enterprise: A business enterprise that is at least 51 percent owned by a minority group or groups, or, in the case of any publicly owned business, at least 51 percent of the stock of which is owned by one or more minority-group individuals, and whose management and daily business operations are controlled by one or more of those individuals. Must be certified by the California Public Utilities Commission (CPUC) Clearinghouse. For more information call the WMBE Clearinghouse, (800) 359-7998.

Minority Status:	001	African American Male	008	Hispanic American Female
	002	African American Female	009	Caucasian Male
	003	Asian Pacific American Male	010	Caucasian Female
	004	Asian Pacific American Female	011	Multi- Status
	005	Native American Male	012	Other Groups
	006	Native American Female	013	Small Business Enterprise
	007	Hispanic American Male	014	Service Disabled Veteran Business Enterprise

African Americans Persons having origins in any black racial groups of Africa.

Asian Pacific Americans	Persons having origins in Asia or the Indian Subcontinent, including, but not limited to, persons from Japan, China, the Philippines, Vietnam, Korea, Samoa, Guam, the U.S. Trust Territories of the Pacific, Northern Marianas, Laos, Cambodia, Taiwan, India, Pakistan, and Bangladesh.
Native Americans	Persons having origin in any of the original peoples of North America or the Hawaiian Islands, in particular, American Indians, Eskimos, Aleuts, and Native Hawaiians.
Hispanic Americans	All persons of Mexican, Puerto Rican, Cuban, South or Central American, Caribbean, or other Spanish culture or origin.
Caucasian	Includes all people of European and North African descent.
Multi-Status	An enterprise that is wholly owned and controlled by a combination of minorities or women but whose majority ownership (at least 51%) is not vested with any one of these individuals.
Other Groups	Groups whose members are found to be socially and economically disadvantaged by the Small Business Administration pursuant to Section 8 (d) of the Small Business Act as amended (15 U.S.C. 637 (d)), or by the Secretary of Commerce pursuant to Section 5 of Executive Order 11625.
Small Business Enterprise (SBE)	A business defined pursuant to Section 3 of the Small Business Act (SBA) and relevant regulations pursuant thereto. If unsure, please contact your local Small Business Administration office for clarification.
Service Disabled Veterans Business Enterprise (DVBE)	Has the same meaning as defined in subdivision (g) of the Military and Veterans Code and must meet the "Control" and "Operate" criteria. An enterprise which is 51 percent owned, or the stock is 51 percent owned, by one or more disabled veterans.

POLICY REGARDING UTILIZATION OF SMALL BUSINESS CONCERNS AND SMALL
DISADVANTAGED BUSINESS CONCERNS

The following policy of the United States shall be adhered to in the performance of this Contract:

- a) It is the policy of the United States that small business concerns and small business concerns owned and controlled by socially and economically disadvantaged individuals shall have the maximum practicable opportunity to participate in performing contracts let by any Federal Agency, including contracts and subcontracts for subsystems, assemblies, components, and related services for major systems. It is further the policy of the United States that prime contractors establish procedures to ensure the timely payment of amounts due pursuant to the terms of their subcontracts with small business concerns and small business concerns owned and controlled by socially and economically disadvantaged individuals.
- b) Consultant hereby agrees to carry out this policy in the awarding of subcontracts to the fullest extent consistent with efficient contract performance. Consultant further agrees to cooperate in any studies or surveys as may be conducted by the United States Small Business Administration or the awarding agency of the United States as may be necessary to determine the extent of Consultant's compliance with this clause.
- c) As used in this Contract, the term "small business concern" shall mean a small business as defined in Section 3 of the Small Business Act and relevant regulations promulgated pursuant thereto. The term "small business concern owned and controlled by socially and economically disadvantaged individuals" shall mean a small business concern (1) which is at least 51 percent unconditionally owned by one or more socially and economically disadvantaged individuals; or, in the case of any publicly owned business, at least 51 percent of the stock of which is unconditionally owned by one or more socially and economically disadvantaged individuals; and (2) whose management and daily business operations are controlled by one or more of such individuals. This term also means a small business concern that is at least 51 percent unconditionally owned by an economically disadvantaged Indian tribe or Native Hawaiian Organization, or a publicly owned business having at least 51 percent of its stock unconditionally owned by one of these entities which has its management and daily business controlled by members of an economically disadvantaged Indian tribe or Native Hawaiian Organization, and which meets the requirement of 13 CFR Part 124. Consultant shall presume that socially and economically disadvantaged individuals include Black Americans, Hispanic Americans, Native Americans, Asian-Pacific Americans, Subcontinent Asian Americans, and other minorities, or any other individual found to be disadvantaged by the Administration pursuant to Section 8(a) of the Small Business Act. Consultant shall presume that socially and economically disadvantaged entities also include Indian Tribes and Native Hawaiian Organizations.

- d) Consultant acting in good faith may rely on written representations by its subcontractors regarding their status as either a small business concern or a small business concern owned and controlled by socially and economically disadvantaged individuals.²

² Notwithstanding this provision of the federal statute, all WMDVBE subcontractors must be verified pursuant to the procedures prescribed in Section 2 of CPUC General Order 156, as such procedures may be amended periodically.

**INJURY AND ILLNESS PREVENTION PROGRAM
Compliance Certificate**

The undersigned, the Dan Bowman / Partner of
(title/position)

PricewaterhouseCoopers LLP (Consultant), hereby certifies to PG&E as follows:
(name of Consultant)

1. That Consultant has an effective Injury and Illness Prevention Program which meets the requirements of all applicable laws and regulations, including but not limited to Section 6401.7 of the California Labor Code and that any Subcontractor hired by Consultant to perform any portion of the Work under this Contract has an effective Injury and Illness Prevention Program; and
2. That he or she is the person with the authority and responsibility for implementing and administering Consultant's Injury and Illness Prevention Program.

IN WITNESS WHEREOF, the undersigned has executed this Compliance Certificate on 1/13/2017.



Signature

Dan Bowman

Print Name

The Safety and Background Check Contract Requirements specified herein supersede all prior agreed-to terms. In the event of a conflict between these terms and those in the General Conditions, the Specific Conditions, and/or a CWA, these terms shall control.

1. *WORK ON PG&E OR PG&E CUSTOMER ASSETS OR PREMISES: The following provisions shall apply to the extent that the Work under the Contract requires any Contractor or Subcontractor personnel who are performing Work or the Services under this Agreement (collectively, "Personnel") to have access to PG&E assets, premises, customer property, or logical access to PG&E data or systems (collectively, "Access").*

(i) CRIMINAL BACKGROUND CHECKS: Contractor warrants and represents that it will not assign any Personnel to perform Work which requires Access unless Contractor has performed a criminal background check on each such individual (either at the time of hiring or during the course of employment or as otherwise set forth below in "Guidelines"). Prior to assigning work requiring Access to any Personnel with one or more criminal convictions during the last seven years, Contractor must consider the gravity of the individual's offense, the time since the conviction, the successful completion of parole/probation, the individual's age at the time of conviction, the number of convictions, and the stability of the individual, including favorable work history. Contractor shall also consider the relation of the offense to the nature of the work the individual will perform.

(ii) Notwithstanding the foregoing, and subject to applicable law, in no event shall Contractor grant Access to an individual with one or more convictions for a Serious Offense(s), which is defined as violent and sex offenses, crimes against children, domestic violence, fraud, theft (including but not limited to identity theft), embezzlement, all felonies during the last seven years, and/or two or more DUI's in the past three years.

(iii) Contractor shall maintain documentation related to its criminal background check investigation for all Personnel requiring Access and make it available to PG&E for audit if requested pursuant to the audit provisions of this contract.

(iv) Contractor also agrees to notify PG&E if any of its Personnel requiring Access are convicted of a Serious Offense during the course of a PG&E assignment.

2. *FITNESS FOR DUTY: Contractor shall ensure that its Personnel granted Access report to work fit for duty. Personnel with Access may not consume alcohol while on duty and/or be under the influence of drugs that impair their ability to work safely. PG&E expects each supplier to have policies in place that requires their employees report to work in a condition that allows them to perform the work safely. For example, employees should not be operating equipment under medication that creates drowsiness. As a federal contractor, PG&E does not recognize nor allow work to be completed under the influence of marijuana whether or not is it used for medical reasons.*
3. *ELIGIBILITY FOR PG&E WORK: When assigning any Personnel to perform Work requiring Access, Contractor shall submit each person's full name and the last four digits of their social security number to PG&E at the following e-mail address: RecruitingOperations@pge.com. PG&E reserves the right to decline to accept any proposed Personnel, in which case Contractor shall promptly propose a replacement.*



Contract Change Order

This is Change Order ("CO") No. 3 to Contract No. C74 (formerly 4400011341) dated 01/17/2017 between the below-named Contractor ("Contractor"), a Delaware Limited Liability Partnership, and Pacific Gas and Electric Company ("PG&E"), a California corporation with its headquarters located at 77 Beale Street, San Francisco, California 94105. Contractor shall perform all Work under this Contract, as amended by this Change Order, pursuant to and in accordance with the terms and conditions of the Contract.

Contractor's Legal Name: PricewaterhouseCoopers, LLP

This Contract Change Order consists of 2 page(s).

Contractor's Address: 300 Madison Avenue

New York, NY 10017

Project Name: Consulting Services

Job Location: San Francisco; various

CHANGES: The Parties hereby modify the Contract referenced above as follows:

This Change Order No. 3 does the following:

1. The Contract expiration date is hereby extended from November 30, 2018 to June 30, 2019.

ATTACHMENTS: The following are attached to this Contract Change Order and incorporated herein by this reference.

Attachment No. N/A]

PRICING CHANGES:	Previous Total Contract Value:	\$10,000,000
	Addition or Deduction:	\$0
	Revised Total Contract Value:	\$10,000,000

All other terms and conditions of the Contract, as it may have been amended by previous Contract Change Order(s), if any, shall remain the same.

THE PARTIES, BY SIGNATURE OF THEIR AUTHORIZED REPRESENTATIVES, HEREBY AGREE TO THE TERMS OF THIS CONTRACT CHANGE ORDER.

PACIFIC GAS AND ELECTRIC COMPANY		CONTRACTOR: PricewaterhouseCoopers, LLP	
Signature	 DocuSigned by: 4B75ED19F856450	Signature	 DocuSigned by: A899EC8D3880499...
Name	Rafael Soto-Amaro	Name	Dan Bowman
Title	Portfolio Manager	Title	Principal
Date	11/16/2018	Date	11/16/2018



Change Order No. 3
 Contract No. C74 (formerly 4400011341)
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ADMINISTRATION			
PG&E Negotiator	Brandon Wilson	Contractor Representative	
Phone	415.973.2525	Phone	
Email:	brandon.wilson2@pge.com	Email:	
Accounting Reference			

INTERNAL PG&E USE ONLY			
Distribution Date			
Distribution of Copies	<input type="checkbox"/> Document Services (Signed Original Copy) Mail Code N5D 245 MARKET ST., SAN FRANCISCO	<input type="checkbox"/> Contractor (Signed Original Copy)	
	<input type="checkbox"/> Work Supervisor	<input type="checkbox"/> Manager	
	<input type="checkbox"/> Invoice Approver	<input type="checkbox"/> Supervisor	
	<input type="checkbox"/> V.P.	<input type="checkbox"/> Sourcing/ Purchasing	
	<input type="checkbox"/> Director	<input type="checkbox"/> Law	